

Adriana DiMarco
832 Ocean Inlet Drive
Boynton Beach, Florida 33435
561-350-7142

PO1000031151

March 20, 2001

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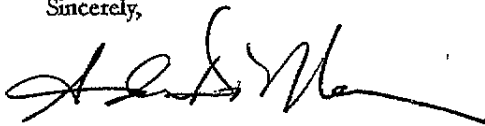
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs,

Pursuant to my recently submitted document for **Zmaster Entertainment Inc.**, I am sending this letter in which I state that; I hereby am familiar with and accept the duties and responsibilities as Registered Agent of the above Company.

If you have any Further questions concerning the document filing, Please contact me at 561-350-7142. Thank you.

Sincerely,



Adriana DiMarco

FILED
2001 MAR 22 PM 1:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓
3/27/01

**ARTICLES OF INCORPORATION
OF
Zmaster Entertainment Inc..**

FILED
2001 MAR 22 PM 1:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of **Zmaster Entertainment Inc.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is Zmaster Entertainment Inc.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 832 Ocean Inlet Drive Boynton Beach,
Florida 33062

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any and all business permitted
according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is
100 shares of common stock having a par value of \$.001 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 832 Ocean Inlet Drive Boynton Beach, Florida 33435, and the registered agent for the Corporation at that address shall be Adriana DiMarco.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Name

Fem Entertainment Group Ltd.

Address

R.G. Hodge Plaza
2nd Floor
Upper Main Street
Wickhams Cay 1, Road Town, Tortola, British Virgin Islands

IN WITNESSS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of March, 2001.



Fem Entertainment Group Ltd.
Robert DiMarco.
Incorporator

Adriana DiMarco
832 Ocean Inlet Drive
Boynton Beach, Florida 33435
561-350-7142

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TALLAHASSEE FLORIDA

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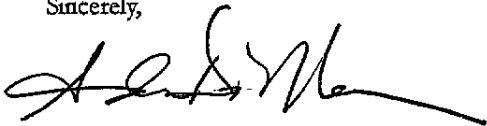
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Sincerely,

A handwritten signature in black ink, appearing to read 'Adriana DiMarco', written over a horizontal line.

Adriana DiMarco